

**Exhibit D**

# Greenberg Traurig

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June 15, 2007

## VIA FACSIMILE

Joseph M. Mott  
Deputy General Counsel  
HealthExtras, Inc.  
800 King Farm Boulevard  
Rockville, Maryland 20850

**Re: American Express Travel Related Services Company, Inc.  
and Amex Assurance Company (collectively, "Amex")**

Dear Joe:

This letter is being sent in furtherance of our on-going settlement efforts. It shall not be admissible in any proceeding for any purpose.

With regard to David T. Blair's May 29, 2007, letter to Naemah Ruffin, we reject the contention that the Alternate Dispute Resolution provision in the Marketing Agreement has any applicability to the present situation. In any event, Amex believes that in light of its latest position regarding proposed terms to resolve the present situation, executive level meetings are not necessary.

As I previously indicated, Amex is no longer seeking to have Amex Assurance take over the servicing function during this year. The time frame set forth in the Letter Agreement will control, and Amex Assurance will begin servicing effective January 1, 2008. Consistent with the Letter Agreement, HealthExtras ("HE") must provide all assistance necessary to achieve that result, including but not limited to providing Amex Assurance with all enrollee data on or before October 1, 2007.

Amex will release any and all claims regarding the unearned premiums of approximately \$1.4 million in exchange for HE absorbing any costs relating to the transition and providing the requested 800 number to Amex.

Amex expects the parties will execute mutually agreeable documentation addressing the above points, and that such documentation will address all other outstanding issues (including rights regarding developed materials and any outstanding issues regarding indemnification obligations).

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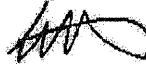
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We look forward to HE's prompt response.

Sincerely yours,

  
Louis Smith

LBS/smh